

RECORDATION NO.

27975-A
FILED

JUN 12 '09

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ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, NW

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

June 12, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: ICX No. 1395-011

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (ICX No. 1395-011), dated as of June 12, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (ICX No. 1395-011) being filed with the Board under Recordation Number 27975.

The names and addresses of the parties to the enclosed document are:

Assignor: ICX Corporation
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

Assignee: Comerica Leasing Corporation
29201 Telegraph Road
Southfield, Michigan 48034

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

14 pieces of maintenance of way equipment: Nordco LS-1 Rail Lifter Auto Lift S/N 791003-05, Nordco LS-1 Rail Lifter Auto Lift S/N 791004-05, 4 Nordco CX-N Auto Spikers with Nipper & BSL S/Ns 410596-05, 410597-05, 410598-05 and 410599-05, 2 Nordco LS-1 Rail Lifter Auto Lifts S/Ns 791005-05 and 791006-05, 3 Nordco CX-GN Auto Spikers with Nipper, Auto Gager & BSL S/Ns 410592-05, 410593-05 and 410594-05, Superior Dual Side Dump Reclaim Cart DSD01051, Nordco SP2R Spike Puller 310002-05 and Nordco SP2R Spike Puller 310003-05.


A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (ICX No. 1395-011).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

(ICX - No. 1395)

This Memorandum of Lease Assignment, dated as of June 12, 2009, is made by ICX Corporation ("Assignor") and Comerica Leasing Corporation ("Assignee").

Pursuant to that certain Master Lease Agreement No. 1395, dated as of April 20, 2004 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 011 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

ICX CORPORATION, Assignor

By Michael O'Malley
Name Michael O'Malley
Title Senior Vice President

COMERICA LEASING
CORPORATION, Assignee

By Brian R. L.
Name BRIAN R. L.
Title VICE PRESIDENT

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Michael O'Malley, its Senior Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 21st day of May, 2009.



Sarah Sanchez
Notary Public

State of Michigan)

County of Oakland)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Comerica Leasing Corporation, a Michigan corporation (the "Corporation"), by Brian M. Ris, its Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Southfield, Michigan, this 12th day of June, 2009.


Notary Public

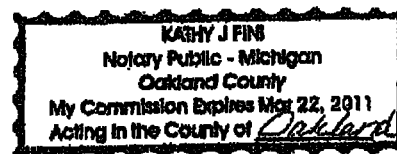


EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 011.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 011 is 84 months commencing as of February 1, 2005.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 011 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

Qty	Mfg	Model	Description	Serial Number	BNSF #
1	Nordco	LS-1	Rail Lifter Auto Lift	791003-05	X3800146
1	Nordco	LS-1	Rail Lifter Auto Lift	791004-05	X3800147
1	Nordco	CX-N	Auto Spiker with Nipper & BSL	410596-05	X4400360
1	Nordco	CX-N	Auto Spiker with Nipper & BSL	410597-05	X4400361
1	Nordco	CX-N	Auto Spiker with Nipper & BSL	410598-05	X4400362
1	Nordco	CX-N	Auto Spiker with Nipper & BSL	410599-05	X4400363
1	Nordco	LS-1	Rail Lifter Auto Lift	791005-05	X3800148
1	Nordco	LS-1	Rail Lifter Auto Lift	791006-05	X3800149
1	Nordco	CX-GN	Auto Spiker with Nipper, Auto Gager & BSL	410592-05	X4400356
1	Nordco	CX-GN	Auto Spiker with Nipper, Auto Gager & BSL	410593-05	X4400357
1	Nordco	CX-GN	Auto Spiker with Nipper, Auto Gager & BSL	410594-05	X4400358
1	Superior		Dual Side Dump Reclaim Cart	DSD01051	X8700035
1	Nordco	SP2R	Spike Puller	310002-05	X4700423
1	Nordco	SP2R	Spike Puller	310003-05	X4700424

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/12/09



Robert W. Alvord